



BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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JAN 16 2014

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2014 JAN 16 A 9:26

AZ CORP COMMISSION
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IN THE MATTER OF THE REORGANIZATION
OF UNS ENERGY CORPORATION.

DOCKET NO. E-04230A-14-0011
E-01933A-14-0011

**STAFF'S REQUEST FOR PROCEDURAL
SCHEDULE**

On January 10, 2014, UNS Energy Corporation ("UNS Energy"), on behalf of itself and its affiliates UniSource Energy Services, Inc., Tucson Electric Power Company, UNS Energy, Inc., UNS Gas, Inc., and Fortis Inc., on behalf of itself and its affiliates, FortisUS Holdings Nova Scotia Limited, a wholly-owned subsidiary of Fortis, FortisUS Inc., a wholly-owned subsidiary of FortisUS Nova Scotia, and Color Acquisition Sub Inc., a wholly-owned subsidiary of FortisUS (all collectively referred to as the "Joint Applicants") filed with the Arizona Corporation Commission ("Commission") a Joint Notice of Intent to Reorganize pursuant to A.A.C. R14-2-803.

Utilities Division Staff ("Staff") hereby requests the Hearing Division set a procedural schedule in this docket. Specifically, Staff, proposes the following procedural schedule. Joint Applicants have given Staff authorization to represent on their behalf that they support this procedural schedule.

Joint Applicants Direct Testimony	January 27, 2014 ¹
Staff/Intervenor Direct Testimony	April 22, 2014
Settlement Discussions begin	April 28, 2014
Settlement Agreement filed	May 12, 2014
Settlement Direct Testimony in Support/Opposition	May 23, 2014
Settlement Response Testimony	May 29, 2014

¹ Joint Applicants have indicated they intend to file Direct Testimony on or before January 27, 2014.

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2 Joint Applicants Rebuttal Testimony May 12, 2014
(If no Settlement Agreement)

3 Staff/Intervenor Surrebuttal Testimony May 23, 2014
4 (If no Settlement Agreement)

5 Joint Applicants Rejoinder Testimony May 29, 2014
(If no Settlement Agreement)

6 Pre-Hearing Conference May 30, 2014

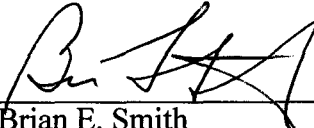
7 Hearing June 3, 2014

8 The procedural schedule above incorporates a separate settlement track requested by the Joint
9 Applicants because they have indicated a desire to settle this matter with Staff and RUCO. Staff and
10 the Joint Applicants believe that the proposed schedule is feasible and would allow for a thorough
11 analysis of the issues and benefits posed by the proposed transaction under the Commission's
12 Affiliate Interest Rules, A.A.C. R14-2-801 *et. seq.* It also will provide the Commission with
13 sufficient time to consider this matter prior to end of the third quarter of 2014 - which the Joint
14 Applicants have indicated they prefer. If the Hearing Division is not inclined to adopt the proposed
15 procedural schedule substantially in the form proposed, Staff hereby requests a procedural conference
16 so that the parties may be heard on the matter.

17 Finally, for the convenience of the Hearing Division, the Joint Applicants have provided the
18 attached form of public notice for consideration.

19 WHEREFORE Staff requests that the Hearing Division issue a procedural order adopting the
20 proposed procedural schedule set forth herein for this docket.

21 RESPECTFULLY SUBMITTED this 16th day of January, 2014

22
23
24 
25 Brian E. Smith
26 Bridget Humphrey
27 Attorneys, Legal Division
28 Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

1 Original and thirteen (13) copies
2 of the foregoing filed this
3 16th day of January 2014 with:

4 Docket Control
5 Arizona Corporation Commission
6 1200 West Washington Street
7 Phoenix, Arizona 85007

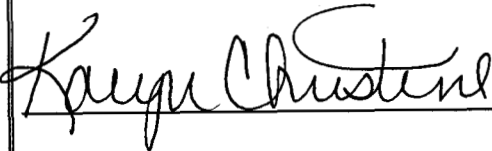
8 Copy of the foregoing mailed this
9 16th day of January 2014 to:

10 Bradley S. Carroll
11 UNS Energy Corporation
12 88 East Broadway Boulevard
13 MS HQE910
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15 Tucson, Arizona 85702

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26 Dan Pozefsky, Chief Counsel
27 Residential Utility Consumer Office
28 1110 West Washington Street
Phoenix, Arizona 85007



PUBLIC NOTICE OF HEARING
IN THE MATTER OF THE REORGANIZATION
OF UNS ENERGY CORPORATION
(ACC Docket Nos. E-04230A-14-0011, et al.)

Summary

On January 10, 2014, UNS Energy Corporation ("UNS Energy") on behalf of itself and its affiliates UniSource Energy Services, Inc., Tucson Electric Power Company, UNS Electric, Inc. and UNS Gas, Inc. and Fortis, Inc. ("Fortis") on behalf of itself and its affiliates (UNS Energy and Fortis together are "Joint Applicants") submitted Joint Notice of Intent to Reorganize to the Arizona Corporation Commission ("Commission") requesting approval of a merger transaction under A.A.C. R14-2-803 ("Joint Notice"). The Joint Notice states that UNS Energy intends to merge with a subsidiary of Fortis where UNS Energy will be the surviving entity, becoming a wholly-owned subsidiary of FortisUS, Inc. with Fortis as UNS Energy's ultimate parent. In effect, UNS Energy's existing shareholders will be replaced by FortisUS as UNS Energy's sole shareholder.

The Commission's Utilities Division ("Staff") is in the process of reviewing and analyzing the Joint Notice and has not yet made a recommendation regarding the Joint Notice. The Commission is not bound by the proposals made by the Joint Applicants, Staff, or any intervenors, and will issue a decision regarding the Joint Notice following consideration of testimony and evidence presented during an evidentiary hearing.

How You Can View or Obtain a Copy of the Joint Notice

Copies of the Joint Notice are available on the Internet via UNS Energy's website (www.uns.com); at the Joel D. Valdez Main Library at 101 N. Stone, Tucson, Arizona, 85701; the Mohave County Library District Lake Havasu City branch at 1770 N. McCulloch Blvd, Lake Havasu City, AZ 86403; the Mohave County Library District Kingman branch, 3269 N. Burbank Street, Kingman, AZ 86402; the Nogales-Santa Cruz County Public Library Nogales-Rochlin Library, 518 North Grand Ave., Nogales, Arizona 85621; Flagstaff City-Coconino County Public Library, 300 W. Aspen Ave., Flagstaff, Arizona 86001; Prescott Public Library downtown location at 215 E. Goodwin Street, Prescott, Arizona 86303; and at the Commission's Docket Control Center at 1200 West Washington, Phoenix, Arizona, for public inspection during regular business hours and on the Internet via the Commission's website www.azcc.gov using the e-Docket function, located at the bottom of the web page, and referencing Docket Nos. E-04230A-14-011 et al.

Arizona Corporation Commission Public Hearing Information

The Commission will hold a hearing on this matter beginning on ____ [date] ____, 2014 at 10:00 a.m. or as soon thereafter as practical, in the Commission's offices, Room No. 222, 400 W. Congress, Tucson, Arizona. Public comments will be taken on ____ [date] ____, 2014 at 10:00 a.m., at the Commission's offices, Room No. 222, 400 W. Congress, Tucson. Written public comments may also be submitted by mailing a letter referencing Docket No. E-04230A-14-0011 to Arizona Corporation Commission, Consumer Services Section, 1200 West Washington, Phoenix, AZ 85007, or by e-mail. For a form to use and instructions on how to e-mail comments to the Commission, go to http://www.azcc.gov/divisions/utilities/forms/public_comment.pdf. If you require assistance, you may contact the Consumer Services Section at (602) 542-4251, or toll free at 1-800-222-7000.

If you do not intervene in this proceeding, you will receive no further notice of the proceedings in this docket. However, all documents filed in this docket are available online (usually within 24 hours after docketing) using the Commission's eDocket function, which is located in the lower right-hand corner of the Commission's website homepage (www.azcc.gov). RSS feeds are also available using the Commission's e-Docket function.

About Intervention

The law provides for an open public hearing at which, under appropriate circumstances, interested parties may intervene. Any person or entity entitled by law to intervene and having a direct and substantial interest in the matter will be permitted to intervene.

If you wish to intervene, you must file an original and 13 copies of a written motion to intervene with the Commission no later than __[date]__, 2014 and send a copy of the motion to UNS Energy and Fortis (or their counsel) and to all parties of record. Contact information for UNS Energy, Fortis and the other parties may be found on the Commission's e-Docket website, referencing Docket No. E-04230A-14-0011. Your motion to intervene must contain the following:

1. Your name, address, and telephone number, and the name, address, and telephone number of any party upon whom service of documents is to be made, if not yourself;
2. A short statement of your interest in the proceeding (e.g., a customer of a particular utility, a shareholder of UNS Energy, etc.); and
3. A statement certifying that you have mailed a copy of the motion to intervene to UNS Energy and Fortis (or their counsel) and to all parties of record in the case.

The granting of motions to intervene shall be governed by A.A.C. R14-3-105. All parties must comply with Arizona Supreme Court Rules 31 and 38 and A.R.S. § 40-243 with respect to the practice of law. For information about requesting intervention, visit the Commission's website at <http://www.azcc.gov/divisions/utilities/forms/interven.pdf>. The granting of intervention, among other things, entitles a party to present sworn evidence at hearing and to cross-examine other witnesses. **However, failure to intervene will not preclude any interested person or entity from appearing at the hearing and providing public comment on the application or from filing written comments in the record of the case.**

ADA/Equal Access Information

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting the ADA Coordinator, Shaylin Bernal, E-mail Sbernal@azcc.gov, voice phone number (602) 542-3931. Requests should be made as early as possible to allow time to arrange the accommodation.